

RECORDATION NO. 17913-0 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OCT 09 '07 -3 56 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 9, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. 4 (GATC Trust No. 92-1B), dated as of April 19, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 92-1B) and related documents previously filed with the Commission and the Board under Recordation Number 17913.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company, not in its individual
capacity, but solely as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Lessee: GATX Financial Corporation
(as successor by merger to GATX Rail Corporation)
500 West Monroe Street
Chicago, IL 60661

Mr. Vernon A. Williams
October 9, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 railcar ADDED: GACX 57259.

A short summary of the document to appear in the index is:

Lease Supplement No. 4 (GATC Trust No. 92-1B).

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

LEASE SUPPLEMENT NO. 4
(GATC Trust No 92-1B)

OCT 09 '07

-3 56 PM

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 4, dated as of April 19, 2007, between Wilmington Trust Company, a Delaware corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Financial Corporation, a Delaware corporation, successor by merger to GATX Rail Corporation, a New York corporation ("Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 92-1B) dated as of July 1, 1992 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Replacement Unit to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 

Name:

Title:

Jacqueline E. Solone
Administrative Account Manager

GATX Financial Corporation

By: 

Name: William M. Muckian

Title: Vice President and Controller

State of Delaware)
) SS
County of New Castle)

On this 28th day of September, 2007, before me personally appeared Jacqueline Solone, to me personally known, who being by me duly sworn, say that he/she is a Admin Acct Mgr of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

DIANNE MICHELLE BRUTON
NOTARY PUBLIC - DELAWARE
My Commission Expires November 27, 2007

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 19TH day of April, 2007, before me personally appeared William M. Muckian, to me personally known, who being by me duly sworn, say that he is Vice President and Controller of GATX Financial Corporation, successor by merger to GATX Rail Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia Lodge
Notary Public

[Notarial Seal]

My commission expires:



SCHEDULE 1

<u>Description</u>	<u>DOT Class</u>	<u>Car Marking</u>
C413	Covered Hopper	GACX 057259